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OF COUNSEL
URBAN A. LESTER

December 19, 2011

RECORDATION NO. 30029-A FILED

DEC 19 '11 -10 3 0 AM

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement Supplement No. 1, dated as of December 19, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Security Agreement Supplement No. 1 being filed with the Board under Recordation Number 30029.

The name and address of the party to the enclosed document are:

Borrower: GATX Corporation
222 West Adams Street
Chicago, IL 60661

[Mortgagee: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886]

Section Chief
December 19, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

1,470 railcars: GLIX 7001 – GLIX 7160, MWAX 1611- MWAX 1750 and within the series GACX 8764 – GACX 32859, GATX 9970 – GATX 209848 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

DEC 19 '11 -10 30 PM

**MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 1
TO THE SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 1
dated as of December 19, 2011 of **GATX CORPORATION**, a New York corporation, as
Borrower ("Borrower").

WITNESSETH:

The Borrower and RBS Asset Finance, Inc., as administrative agent and Mortgagee ("Mortgagee") have entered into that certain Security Agreement (the "Security Agreement"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The undersigned has entered into that certain Security Agreement Supplement No. 1, dated as of December 16, 2011, to provide, among other things, for the grant of a security interest by the Borrower to the Mortgagee of the Borrower's right, title and interest in and to certain railroad equipment listed on Exhibit A attached hereto.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in the Security Agreement.

* * *

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by one of its officers duly authorized as of the date hereof.

GATX CORPORATION

By: William J. Hasek

Name: William J. Hasek

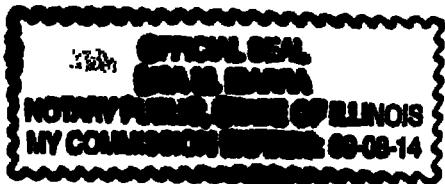
Title: Senior Vice President and Treasurer

Executed on this 19th day of December, 2011

STATE OF ILLINOIS)
COUNTY OF COOK) SS:
)

On this, the 19th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared William J. Hasek, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of GATX CORPORATION, that said instrument was signed on December 19, 2011 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kisa M. Barre
Name: Kisa M. Barre
Notary Public 09/08/14
My Commission Expires: _____
Residing in Chicago, Illinois

(SEAL)

EXHIBIT A

UNITS

Car Number Operating	Built Year						
GACX008764	2010	GACX009362	2010	GACX009400	2011	GACX009438	2011
GACX008765	2010	GACX009363	2010	GACX009401	2011	GACX009439	2011
GACX008766	2010	GACX009364	2010	GACX009402	2011	GACX009440	2011
GACX008767	2010	GACX009365	2010	GACX009403	2011	GACX009441	2011
GACX008768	2010	GACX009366	2010	GACX009404	2011	GACX009442	2011
GACX008769	2010	GACX009367	2010	GACX009405	2011	GACX009443	2011
GACX008770	2010	GACX009368	2010	GACX009406	2011	GACX009444	2011
GACX008771	2010	GACX009369	2010	GACX009407	2011	GACX009445	2011
GACX008772	2010	GACX009370	2010	GACX009408	2011	GACX009446	2011
GACX008773	2010	GACX009371	2010	GACX009409	2011	GACX009447	2011
GACX008774	2010	GACX009372	2010	GACX009410	2011	GACX009448	2011
GACX008775	2010	GACX009373	2010	GACX009411	2011	GACX009449	2011
GACX008776	2010	GACX009374	2010	GACX009412	2011	GACX009450	2011
GACX008777	2010	GACX009375	2010	GACX009413	2011	GACX009451	2011
GACX008778	2010	GACX009376	2010	GACX009414	2011	GACX009452	2011
GACX008779	2010	GACX009377	2010	GACX009415	2011	GACX009453	2011
GACX008780	2010	GACX009378	2010	GACX009416	2011	GACX013577	2007
GACX008781	2010	GACX009379	2010	GACX009417	2011	GACX013578	2007
GACX008782	2010	GACX009380	2011	GACX009418	2011	GACX013579	2007
GACX008783	2010	GACX009381	2011	GACX009419	2011	GACX013580	2007
GACX008784	2010	GACX009382	2011	GACX009420	2011	GACX013581	2007
GACX008785	2010	GACX009383	2011	GACX009421	2011	GACX013582	2007
GACX008786	2010	GACX009384	2011	GACX009422	2011	GACX013583	2007
GACX008787	2010	GACX009385	2011	GACX009423	2011	GACX013584	2007
GACX008788	2010	GACX009386	2011	GACX009424	2011	GACX013585	2007
GACX008789	2010	GACX009387	2011	GACX009425	2011	GACX013586	2007
GACX008790	2010	GACX009388	2011	GACX009426	2011	GACX013587	2007
GACX008791	2010	GACX009389	2011	GACX009427	2011	GACX013588	2007
GACX008792	2010	GACX009390	2011	GACX009428	2011	GACX013589	2007
GACX008793	2010	GACX009391	2011	GACX009429	2011	GACX013590	2007
GACX009354	2010	GACX009392	2011	GACX009430	2011	GACX013591	2007
GACX009355	2010	GACX009393	2011	GACX009431	2011	GACX013592	2007
GACX009356	2010	GACX009394	2011	GACX009432	2011	GACX013593	2007
GACX009357	2010	GACX009395	2011	GACX009433	2011	GACX013594	2007
GACX009358	2010	GACX009396	2011	GACX009434	2011	GACX013595	2007
GACX009359	2010	GACX009397	2011	GACX009435	2011	GACX013596	2007
GACX009360	2010	GACX009398	2011	GACX009436	2011	GACX013597	2007
GACX009361	2010	GACX009399	2011	GACX009437	2011	GACX013598	2007

Car Number Operating	Built Year						
GACX013599	2007	GACX013641	2007	GACX013780	2007	GACX013822	2007
GACX013600	2007	GACX013642	2007	GACX013781	2007	GACX013823	2007
GACX013601	2007	GACX013643	2007	GACX013782	2007	GACX013825	2007
GACX013602	2007	GACX013644	2007	GACX013783	2007	GACX013826	2007
GACX013603	2007	GACX013645	2007	GACX013784	2007	GACX013828	2007
GACX013604	2007	GACX013646	2007	GACX013785	2007	GACX013831	2007
GACX013605	2007	GACX013647	2007	GACX013786	2007	GACX013833	2007
GACX013606	2007	GACX013648	2007	GACX013787	2007	GACX013844	2007
GACX013607	2007	GACX013649	2007	GACX013788	2007	GACX013846	2007
GACX013608	2007	GACX013650	2007	GACX013789	2007	GACX013847	2007
GACX013609	2007	GACX013651	2007	GACX013790	2007	GACX013848	2007
GACX013610	2007	GACX013652	2007	GACX013791	2007	GACX013850	2007
GACX013611	2007	GACX013653	2007	GACX013792	2007	GACX013851	2007
GACX013612	2007	GACX013654	2007	GACX013793	2007	GACX013852	2007
GACX013613	2007	GACX013655	2007	GACX013794	2007	GACX013853	2007
GACX013614	2007	GACX013656	2007	GACX013795	2007	GACX013854	2007
GACX013615	2007	GACX013657	2007	GACX013796	2007	GACX013855	2007
GACX013616	2007	GACX013658	2007	GACX013797	2007	GACX013856	2007
GACX013617	2007	GACX013659	2007	GACX013798	2007	GACX013857	2007
GACX013618	2007	GACX013660	2007	GACX013799	2007	GACX013859	2007
GACX013619	2007	GACX013661	2007	GACX013800	2007	GACX013861	2007
GACX013620	2007	GACX013662	2007	GACX013801	2007	GACX013863	2007
GACX013621	2007	GACX013663	2007	GACX013802	2007	GACX013864	2007
GACX013622	2007	GACX013664	2007	GACX013803	2007	GACX013865	2007
GACX013623	2007	GACX013665	2007	GACX013804	2007	GACX013866	2007
GACX013624	2007	GACX013666	2007	GACX013805	2007	GACX013867	2007
GACX013625	2007	GACX013667	2007	GACX013806	2007	GACX013869	2007
GACX013626	2007	GACX013668	2007	GACX013807	2007	GACX013870	2007
GACX013627	2007	GACX013669	2007	GACX013808	2007	GACX013871	2007
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GACX013632	2007	GACX013674	2007	GACX013813	2007	GACX013879	2007
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GACX013634	2007	GACX013676	2007	GACX013815	2007	GACX013883	2007
GACX013635	2007	GACX013677	2007	GACX013816	2007	GACX013892	2007
GACX013636	2007	GACX013678	2007	GACX013817	2007	GACX013894	2007
GACX013637	2007	GACX013679	2007	GACX013818	2007	GACX013898	2007
GACX013638	2007	GACX013777	2007	GACX013819	2007	GACX013899	2007
GACX013639	2007	GACX013778	2007	GACX013820	2007	GACX013900	2007
GACX013640	2007	GACX013779	2007	GACX013821	2007	GACX013901	2007

Car Number Operating	Built Year
GACX013902	2007
GACX013904	2007
GACX013905	2007
GACX013907	2007
GACX013908	2007
GACX013910	2007
GACX013911	2007
GACX013913	2007
GACX013916	2007
GACX013919	2007
GACX013920	2007
GACX013922	2007
GACX013923	2007
GACX013924	2007
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GACX013929	2007
GACX013930	2007
GACX013931	2007
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GACX013941	2007
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GACX013944	2007
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GACX013946	2007
GACX013947	2007
GACX013948	2007
GACX013949	2007
GACX013950	2007
GACX013951	2007
GACX013953	2007
GACX013956	2007
GACX013960	2007
GACX013961	2007
GACX013962	2007
GACX013964	2007
GACX013970	2007
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GACX013973	2007
GACX013974	2007
GACX013975	2007
GACX013976	2007

Car Number Operating	Built Year
GACX013979	2007
GACX013980	2007
GACX013981	2007
GACX013983	2007
GACX013984	2007
GACX013985	2007
GACX013986	2007
GACX013987	2007
GACX013989	2007
GACX013990	2007
GACX013991	2007
GACX013992	2007
GACX013993	2007
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GACX032711	2009
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Car Number Operating	Built Year
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GACX032717	2009
GACX032718	2009
GACX032719	2009
GACX032720	2009
GACX032721	2009
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GACX032742	2009
GACX032743	2009
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GACX032745	2009
GACX032746	2009
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GACX032748	2009
GACX032749	2009
GACX032750	2009
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GACX032756	2009
GACX032757	2009

Car Number Operating	Built Year
GACX032758	2009
GACX032759	2009
GACX032760	2009
GACX032761	2009
GACX032762	2009
GACX032763	2009
GACX032764	2009
GACX032765	2009
GACX032766	2009
GACX032767	2009
GACX032768	2009
GACX032769	2009
GACX032770	2009
GACX032771	2009
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GACX032788	2009
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GACX032790	2009
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GACX032796	2009
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GACX032799	2009

Car Number Operating	Built Year						
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GACX032802	2009	GACX032844	2009	GATX026874	2009	GATX026916	2009
GACX032803	2009	GACX032845	2009	GATX026875	2009	GATX026917	2009
GACX032804	2009	GACX032846	2009	GATX026876	2009	GATX026918	2009
GACX032805	2009	GACX032847	2009	GATX026877	2009	GATX026919	2009
GACX032806	2009	GACX032848	2009	GATX026878	2009	GATX026920	2009
GACX032807	2009	GACX032849	2009	GATX026879	2009	GATX026921	2009
GACX032808	2009	GACX032850	2009	GATX026880	2009	GATX026922	2009
GACX032809	2009	GACX032851	2009	GATX026881	2009	GATX026923	2009
GACX032810	2009	GACX032852	2009	GATX026882	2009	GATX033357	2007
GACX032811	2009	GACX032853	2009	GATX026883	2009	GATX033358	2007
GACX032812	2009	GACX032854	2009	GATX026884	2009	GATX033359	2007
GACX032813	2009	GACX032855	2009	GATX026885	2009	GATX033360	2007
GACX032814	2009	GACX032856	2009	GATX026886	2009	GATX033361	2007
GACX032815	2009	GACX032857	2009	GATX026887	2009	GATX033528	2007
GACX032816	2009	GACX032858	2009	GATX026888	2009	GATX033529	2007
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GACX032819	2009	GATX009971	2007	GATX026891	2009	GATX033532	2007
GACX032820	2009	GATX009972	2007	GATX026892	2009	GATX033533	2007
GACX032821	2009	GATX009973	2007	GATX026893	2009	GATX033534	2007
GACX032822	2009	GATX009974	2007	GATX026894	2009	GATX033535	2007
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GACX032827	2009	GATX009979	2007	GATX026899	2009	GATX033540	2007
GACX032828	2009	GATX024970	2009	GATX026900	2009	GATX034789	2010
GACX032829	2009	GATX024971	2009	GATX026901	2009	GATX034790	2010
GACX032830	2009	GATX024987	2009	GATX026902	2009	GATX034791	2010
GACX032831	2009	GATX024988	2009	GATX026903	2009	GATX034792	2010
GACX032832	2009	GATX024989	2009	GATX026904	2009	GATX034793	2010
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GACX032835	2009	GATX024992	2009	GATX026907	2009	GATX034796	2010
GACX032836	2009	GATX024993	2009	GATX026908	2009	GATX034797	2010
GACX032837	2009	GATX024994	2009	GATX026909	2009	GATX034798	2010
GACX032838	2009	GATX024995	2009	GATX026910	2009	GATX034799	2010
GACX032839	2009	GATX024996	2009	GATX026911	2009	GATX034800	2010
GACX032840	2009	GATX024997	2009	GATX026912	2009	GATX034801	2010
GACX032841	2009	GATX024998	2009	GATX026913	2009	GATX034802	2010

Car Number Operating	Built Year						
GATX034803	2010	GATX206446	2007	GATX206787	2007	GATX207910	2009
GATX034804	2010	GATX206447	2007	GATX206788	2007	GATX207911	2009
GATX034805	2010	GATX206448	2007	GATX206789	2007	GATX207912	2009
GATX034806	2010	GATX206449	2007	GATX206790	2007	GATX207913	2009
GATX034807	2010	GATX206450	2007	GATX206791	2007	GATX207914	2009
GATX034808	2010	GATX206451	2007	GATX206792	2007	GATX207915	2009
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GATX034810	2010	GATX206453	2007	GATX206806	2007	GATX207917	2009
GATX034811	2010	GATX206454	2007	GATX206807	2007	GATX207918	2009
GATX034812	2010	GATX206455	2007	GATX206808	2007	GATX207919	2009
GATX034813	2010	GATX206456	2007	GATX206809	2007	GATX207920	2009
GATX034814	2010	GATX206457	2007	GATX206810	2007	GATX207921	2009
GATX034815	2010	GATX206458	2007	GATX206811	2007	GATX207922	2009
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GATX034817	2010	GATX206460	2007	GATX206813	2007	GATX207924	2009
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GATX034819	2010	GATX206462	2007	GATX206815	2007	GATX207926	2009
GATX034820	2010	GATX206463	2007	GATX206816	2007	GATX207927	2009
GATX034821	2010	GATX206464	2007	GATX206817	2007	GATX207928	2009
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GATX034824	2010	GATX206467	2007	GATX206820	2007	GATX207931	2009
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GATX206437	2007	GATX206778	2007	GATX206832	2007	GATX207943	2009
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GATX206440	2007	GATX206781	2007	GATX206835	2007	GATX207946	2009
GATX206441	2007	GATX206782	2007	GATX206836	2007	GATX207947	2009
GATX206442	2007	GATX206783	2007	GATX206837	2007	GATX207948	2009
GATX206443	2007	GATX206784	2007	GATX206838	2007	GATX207949	2009
GATX206444	2007	GATX206785	2007	GATX206839	2007	GATX207950	2009
GATX206445	2007	GATX206786	2007	GATX207909	2009	GATX207951	2009

Car Number Operating	Built Year
GATX207952	2009
GATX207953	2009
GATX207954	2009
GATX207955	2009
GATX207956	2009
GATX207957	2009
GATX207958	2009
GATX208009	2009
GATX208010	2009
GATX208011	2009
GATX208012	2009
GATX208013	2009
GATX208014	2009
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GATX208016	2009
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GATX208018	2009
GATX208019	2009
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GATX208021	2009
GATX208022	2009
GATX208023	2009
GATX208024	2009
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GATX208030	2009
GATX208031	2009
GATX208032	2009
GATX208033	2009
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Car Number Operating	Built Year
GATX208044	2009
GATX208045	2009
GATX208046	2009
GATX208047	2009
GATX208048	2009
GATX208049	2009
GATX208109	2009
GATX208110	2009
GATX208111	2009
GATX208112	2009
GATX208113	2009
GATX208114	2009
GATX208115	2009
GATX208116	2009
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GATX208118	2009
GATX208119	2009
GATX208120	2009
GATX208121	2009
GATX208122	2009
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GATX208124	2009
GATX208125	2009
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GATX208133	2009
GATX208134	2009
GATX208135	2009
GATX208136	2009
GATX208137	2009
GATX208138	2009
GATX208139	2009
GATX208140	2009
GATX208141	2009
GATX208142	2009
GATX208143	2009
GATX208144	2009

Car Number Operating	Built Year
GATX208145	2009
GATX208146	2009
GATX208147	2009
GATX208148	2009
GATX208917	2009
GATX208918	2009
GATX208919	2009
GATX208920	2009
GATX208921	2009
GATX208922	2009
GATX208923	2009
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GATX208928	2009
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GATX209040	2009
GATX209041	2009
GATX209042	2009
GATX209043	2009
GATX209044	2009
GATX209075	2009
GATX209076	2009
GATX209077	2009
GATX209078	2009
GATX209079	2009
GATX209080	2009
GATX209081	2009
GATX209082	2009
GATX209133	2009
GATX209134	2009
GATX209135	2009
GATX209136	2009
GATX209137	2009

Car Number Operating	Built Year
GATX209138	2009
GATX209139	2009
GATX209140	2009
GATX209141	2009
GATX209142	2009
GATX209143	2009
GATX209144	2009
GATX209145	2009
GATX209146	2009
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GATX209149	2009
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Car Number Operating	Built Year
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GATX209183	2008
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GATX209201	2008
GATX209202	2008
GATX209203	2008
GATX209204	2008
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GATX209206	2008
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GATX209208	2008
GATX209209	2008
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GATX209211	2008
GATX209212	2008
GATX209453	2010
GATX209454	2010
GATX209455	2010
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GATX209460	2010
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Car Number Operating	Built Year
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GATX209463	2010
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GATX209471	2010
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Car Number Operating	Built Year
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GATX209542	2010
GATX209543	2010
GATX209544	2010
GATX209545	2010
GATX209546	2010
GATX209547	2010
GATX209548	2010
GATX209549	2010
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Car Number Operating	Built Year
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GATX209799	2010
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GATX209834	2010
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Car Number Operating	Built Year
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Car Number Operating	Built Year
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GLIX007035	2007
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GLIX007067	2007
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Car Number Operating	Built Year
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GLIX007157	2007
GLIX007158	2007

Car Number Operating	Built Year						
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GLIX007160	2007	MWAX001652	2010	MWAX001694	2010	MWAX001736	2010
MWAX001611	2010	MWAX001653	2010	MWAX001695	2010	MWAX001737	2010
MWAX001612	2010	MWAX001654	2010	MWAX001696	2010	MWAX001738	2010
MWAX001613	2010	MWAX001655	2010	MWAX001697	2010	MWAX001739	2010
MWAX001614	2010	MWAX001656	2010	MWAX001698	2010	MWAX001740	2010
MWAX001615	2010	MWAX001657	2010	MWAX001699	2010	MWAX001741	2010
MWAX001616	2010	MWAX001658	2010	MWAX001700	2010	MWAX001742	2010
MWAX001617	2010	MWAX001659	2010	MWAX001701	2010	MWAX001743	2010
MWAX001618	2010	MWAX001660	2010	MWAX001702	2010	MWAX001744	2010
MWAX001619	2010	MWAX001661	2010	MWAX001703	2010	MWAX001745	2010
MWAX001620	2010	MWAX001662	2010	MWAX001704	2010	MWAX001746	2010
MWAX001621	2010	MWAX001663	2010	MWAX001705	2010	MWAX001747	2010
MWAX001622	2010	MWAX001664	2010	MWAX001706	2010	MWAX001748	2010
MWAX001623	2010	MWAX001665	2010	MWAX001707	2010	MWAX001749	2010
MWAX001624	2010	MWAX001666	2010	MWAX001708	2010	MWAX001750	2010
MWAX001625	2010	MWAX001667	2010	MWAX001709	2010		
MWAX001626	2010	MWAX001668	2010	MWAX001710	2010		
MWAX001627	2010	MWAX001669	2010	MWAX001711	2010		
MWAX001628	2010	MWAX001670	2010	MWAX001712	2010		
MWAX001629	2010	MWAX001671	2010	MWAX001713	2010		
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MWAX001631	2010	MWAX001673	2010	MWAX001715	2010		
MWAX001632	2010	MWAX001674	2010	MWAX001716	2010		
MWAX001633	2010	MWAX001675	2010	MWAX001717	2010		
MWAX001634	2010	MWAX001676	2010	MWAX001718	2010		
MWAX001635	2010	MWAX001677	2010	MWAX001719	2010		
MWAX001636	2010	MWAX001678	2010	MWAX001720	2010		
MWAX001637	2010	MWAX001679	2010	MWAX001721	2010		
MWAX001638	2010	MWAX001680	2010	MWAX001722	2010		
MWAX001639	2010	MWAX001681	2010	MWAX001723	2010		
MWAX001640	2010	MWAX001682	2010	MWAX001724	2010		
MWAX001641	2010	MWAX001683	2010	MWAX001725	2010		
MWAX001642	2010	MWAX001684	2010	MWAX001726	2010		
MWAX001643	2010	MWAX001685	2010	MWAX001727	2010		
MWAX001644	2010	MWAX001686	2010	MWAX001728	2010		
MWAX001645	2010	MWAX001687	2010	MWAX001729	2010		
MWAX001646	2010	MWAX001688	2010	MWAX001730	2010		
MWAX001647	2010	MWAX001689	2010	MWAX001731	2010		
MWAX001648	2010	MWAX001690	2010	MWAX001732	2010		
MWAX001649	2010	MWAX001691	2010	MWAX001733	2010		
MWAX001650	2010	MWAX001692	2010	MWAX001734	2010		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/12/11

Edward M. Luria
Edward M. Luria